



Board of Directors Monthly Meeting

Tuesday, January 22, 2019, 5:34-7:44 p.m.

Location: 314 South Main Street, Goshen, Indiana

Board present: Eric Amt, Bruce Cashbaugh, Phyllis Miller, Amanda Qualls, Mark Seeley, Darin Short, Marlys Weaver-Stoesz, Brian Wiebe

Staff present: Brad Alstrom, Josh Yoder

Others present:

Absent:

Opening Activities — 5:34 p.m.

- **Check-In:** “Are we prepared to act on everything before us?”
 - All responded positively
- **Declaration of quorum and commitment to stay on task**
- **Read ends statement**
- ***Approve December meeting minutes:***
 - Motion to accept December meeting’s minutes [AQ] and seconded [EA]
 - Voted 6/0/2, minutes approved
 - Carried forward from December 18 meeting to February meeting:
 - **Darin to present diversity and equity committee charter in February**
 - **Bruce to present his committee charter in March**
 - **Bruce will write blog post before February meeting on behalf of owner member engagement committee**
 - **Committee Charters to be reapproved: board perpetuity, GM evaluation and compensation, annual meeting (revised), owner member engagement**
 - **Continued discussion to clarify structure and reporting on expansion committee**

Community Input — 5:46 p.m.

- None

OPEN SESSION CLOSED AND EXECUTIVE SESSION OPENED 5:47 p.m.

EXECUTIVE SESSION CLOSED AND OPEN SESSION REOPENED 6:09 p.m.

Our Core Work: Policy Governance — 6:09 p.m.

- **Policy Governance Simplified Review & Ten Principles**

- Darin identified the Ten Principles from memory
- Mark will identify the Ten Principles in February, if here. Bruce is scheduled to present the Ten Principles in March and Marlys in April.
- **Decision Tree Review**
- **Board Monitoring of R.1 “Unity of Control”**
 - Motion to accept as compliant [DS] and seconded [MS]
 - Voted 8/0/0, motion passed

Policy Review — 6:17 p.m.

- **X Global Executive Constraint**
 - Will review X Global Executive Restraint, X.2, X.3 at February month
- **X.1 (review proposed policy changes)**
 - Discussion about the types and frequency of large purchases and how many are outside of the year’s budget plan
 - Motion to revise point #13 in X.1 to be: "Make a single purchase, outside of inventory purchases and budgeted capital expenses, of between \$5000 and \$10,000 without board chair approval or of more than \$10,000 without Board approval."
 - Moved [BW] and seconded [BC]
 - Vote tally: 8/0/0, motion passed

GM Policy Monitoring — 6:53 p.m

- **Annual Planning and Budgeting**
 - Brad presented annual budget and plannin documents; will present again next month in policy format for board approval
- **X.6.1.b (re-monitoring)**
 - Motion to accept: Accepted as “demonstrating accomplishment of a reasonable interpretation”
 - Moved [PM] and seconded [DS]
 - Vote tally: 8/0/0, motion passed

Multi-Year Work Plan — 7:19 p.m.

- Bruce compiled and presented several ideas that came out out of board retreat activities
- Action item: each board member will pick two by the February meeting to explore more

Committee Charters — 7:25 p.m.

- Darin to present diversity and equity committee charter in February
- Bruce to present his committee charter in March

Other business — 7:27 p.m.

- **Future Board Meeting Dates**
 - February meeting: Feb. 26, 2019 at 5:30 p.m.
 - March meeting: March 26 at 5:30 p.m.
 - Beginning in April, we will meet the third Tuesday of each month
- **Board Blog Assignment: Bruce will write blog post before February meeting**

- **Board stipends:**

- *Motion to accept: \$100 for board chair; \$50 each for vice chair and secretary/treasurer; \$25 for other board memers*
- *Moved by BW and seconded by PM*
 - *Some discussion on perspectives on the stipends*
 - *Vote tally: 8/0/0*

Adjourn — 7:44 p.m.

Recorded and submitted for approval by:



Marlys Weaver-Stoesz, board secretary

[01/27/19]